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*Attorney for Defendants*

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually  
and on behalf of all others similarly  
situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC. F/K/A,  
BIOPTIX, INC., JOHN O'ROURKE,  
and JEFFREY G. McGONEGAL,

Defendants.

Civil No. 3:18-CV-02293

**CERTIFICATION OF D. SCOTT CARLTON, ESQ.  
TO APPEAR *PRO HAC VICE***

D. Scott Carlton, of full age, certifies as follows:

1. I am an attorney at law and of counsel with the law firm of Paul Hastings LLP, practicing at the firm's Los Angeles office located at 515 South Flower Street, Twenty-Fifth Floor, Los Angeles, CA 90071. I submit this

certification in support of the motion for my admission to this Court *pro hac vice* for the purpose of representing defendants Riot Blockchain, Inc. and John O'Rourke ("Defendants").

2. I am associated with New Jersey counsel of record, Chad J. Peterman, who is an attorney with Paul Hastings LLP, a member of the bar of the State of New Jersey and admitted to practice before the United States District Court for the District of New Jersey. In accordance with Local Civil Rule 101.1(c), Mr. Peterman will be an attorney of record for Defendants herein with whom the Court and opposing counsel may readily communicate regarding the conduct of this case and upon whom pleadings and other papers may be served.

3. I am a member in good standing of the bar of the State of California. I was admitted to the bar of the State of California in 1996. I am also admitted to practice before the Northern, Central, and Southern Districts of California, the District of Colorado, the Second Circuit Court of Appeals, and the Ninth Circuit Court of Appeals, the United States Supreme Court, and numerous other federal courts on a *pro hac vice* basis.

4. I have never been convicted of a crime, censured, suspended, disciplined, or disbarred by any court and there are no disciplinary proceedings pending against me in any jurisdiction.

5. The records of my California bar membership and good standing can be found at The State Bar of California located at 180 Howard Street, San Francisco, California 94105.

6. Defendants have requested my representation in the above-captioned action in this District and have retained me to advise and represent them in this matter, which involves *inter alia* claims governed by Sections 10(b) and 20(a) of the Exchange Act, and Rule 10b-5 promulgated thereunder.

7. There is good cause for my admission *pro hac vice* in that I have substantial experience in handling cases with claims similar to the ones asserted in the instant case. I also have developed substantial factual and legal knowledge of the issues involved in this matter.

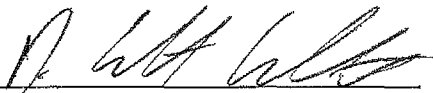
8. If this application is granted, I will comply with the requirements of New Jersey Court Rule 1:28-2 and pay the appropriate fee to the New Jersey Lawyers' Fund for Client Protection for each calendar year of my *pro hac vice* admission in this action. I will also comply with the requirements of Local Civil Rule 101.1(c)(3) and pay the appropriate fee to the Clerk of the United States District Court for the District of New Jersey for my *pro hac vice* admission in this action.

9. If this application is granted, I understand and acknowledge that I will be within the disciplinary jurisdiction of this Court and will comply with all

the requirements of the rules of this Court, including, but not limited to, the rules requiring New Jersey counsel of record to sign and file all papers, enter appearances for parties, and sign stipulations.

10. I certify that the foregoing is true and correct.

Dated: May 23, 2018,

  
D. Scott Carlton